LAWS, 1909, c. 32, § 2. Some courts have held that the statement in the charter is conclusive, even in favor of the corporation. *Western Transportation Co.* v. *Scheu*, 19 N. Y. 408; *Pelton* v. *Transportation Co.*, 37 Oh. St. 450. *Contra*, *Detroit Transportation Co.* v. *Board of Assessors of City of Detroit*, 91 Mich. 382, 51 N. W. 978; *Woodsum Steamboat Co.* v. *Sunapee*, 74 N. H. 495, 69 Atl. 577. It is submitted that this construction of a general incorporation act is erroneous because it fails to recognize that the legislature must have intended a truthful statement of location; and that it is objectionable in that it determines the place of taxation without any reference to the facts and directly induces tax evasion. Doubtless the legislature can, if it sees fit, ascribe to a corporation a domicile anywhere within the state. But taxation should not rest on a fictitious basis, and in the absence of a strong legislative intent to the contrary a corporation's principal office should be held to be where it carries on its principal administrative business. *Milwaukee Steamship Co.* v. *City of Milwaukee*, 83 Wis. 590, 53 N. W. 839; *Woodsum Steamboat Co.* v. *Sunapee*, *supra*. If, however, a third party acts on the statements in the charter to his detriment, the corporation should be estopped to deny their truth. *People ex rel. Knickerbocker Press Co.* v. *Barker*, 87 Hun (N. Y.) 341, 34 N. Y. Supp. 269. See *Detroit Transportation Co.* v. *Board of Assessors of City of Detroit*, 91 Mich. 382, 390, 51 N. W. 978, 980.

CORPORATIONS — DIRECTORS AND OTHER OFFICERS — LIABILITY OF DIRECTORS FOR THE COMMISSION OF TORTS FOR WHICH JUDGMENT HAS BEEN OBTAINED AGAINST THE CORPORATION. — The directors of a corporation, to gratify their own personal ends, published in its name a libel wholly outside the legitimate business of the corporation. As a result, a judgment was obtained against the corporation and paid by it. *Held*, that the corporation may recover the amount of the judgment from the directors. *Hill* v. *Murphy*, 98 N. E. 781 (Mass.).

The court in the principal case adduces as one ground of its decision that the intentional *ultra vires* act of the directors was a breach of duty to the corporation which they owed as quasi-trustees. *Cf. Williams* v. *McDonald*, 42 N. J. Eq. 392, 7 Atl. 866; *Leeds Estate, etc. Co.* v. *Shepherd*, 36 Ch. D. 787. Unquestionably directors have frequently been called trustees. *Cobbett* v. *Woodward*, 5 Sawy. 403. See *In re Exchange Banking Co.*, 21 Ch. D. 519, 535. So also they are often called agents. See *Charitable Corporation* v. *Sutken*, 2 Atk. 400, 404. Or managing partners. See *Automatic Self-Cleaning Filter Syndicate Co.* v. *Cuninghame*, [1906] 2 Ch. 34, 45. It is clear that they are actually not managing partners. In some instances, however, equity does treat directors as it does trustees; for example, where, after liability in the directors is established, jurisdiction is entertained of the corporation's claim for pecuniary damages. *Fisher* v. *Parr*, 92 Md. 245, 48 Atl. 621. See *Mason* v. *Henry*, 152 N. Y. 529, 531, 46 N. E. 837, 839. But since the title to the corporation's property is not in the directors, they are not really trustees. Such expressions are useful merely as indicating points of view from which directors should for the particular purpose be considered. See *Imperial Hydropathic Hotel Co.* v. *Hempson*, 23 Ch. D. 1, 12. Consequently it would seem incorrect to base a duty on directors as being virtually trustees. But directors are for some purposes actual agents. See *Holmes* v. *Willard*, 125 N. Y. 75, 79, 25 N. E. 1083, 1084. The principal case might well be decided on the ground of the violation of the duty owed by an agent to his principal.

DEEDS — ATTESTATION — CONSTRUCTION OF STATUTES REQUIRING ATTESTATION. — A statute required certain mortgage deeds to be signed by the mortgagor and attested by two witnesses. The witnesses to such a deed were